**SHAREHOLDER RESOLUTIONS**

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| **APPROVAL OF THE TRANSFER OF SHARES** |

**[COMPANY NAME]**

Registration Number: [Co Number]

Registered Address: [Address]

(The "**Company**")

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| **WRITTEN SHAREHOLDER RESOLUTIONS – ORDINARY RESOLUTIONS** |

1. BACKGROUND/PURPOSE
   1. Pursuant to applicable law and the constitution of the Company, the directors of the Company propose that the following resolutions be passed as ordinary resolutions.
   2. These resolutions relate to the approval of the transfer of the Shares.
2. CONSIDERATION
   1. It is the opinion of the undersigned Shareholders that the transfer of the Shares, will be in the long term benefit and interests of the Company and its stakeholders.
   2. It is the undersigned Shareholders that the transfer of Shares does not conflict or result in any breach of any other documents to which the Company is a party.
3. RESOLUTIONS
   1. Each Shareholder of the Company confirms its consent to the Transfer and its waiver of any pre-emption rights it may have in relation to the Shares or Transfer.
   2. The undersigned Shareholders, being eligible members of the Company (as defined by applicable law and the Company’s constitution) agree by way of ordinary resolution that:
      1. the transfer of [Number] [Ordinary] Shares (the “**Shares**”) in the capital of the Company from [Name] to [Name] shall be noted and approved by the Company (the “**Transfer**”);
      2. the Transfer shall be effective on the date that the Company updates its register of shareholders;
      3. the existing share certificates issued to [Name] in respect of the Shares be cancelled; and
      4. new share certificates certifying [Name] as the registered holder of the Shares be issued.
4. RATIFICATION
   1. The undersigned Shareholders agree that that any and all actions of the Company and/or its directors taken prior to the date of these resolutions in connection with the Transfer are hereby ratified, confirmed and approved.
5. FILING
   1. The undersigned Shareholders agree that each director is authorised to complete any filing with any authorities, company or person required in relation to these resolutions or the Transfer.

**EXECUTION PAGE**

**WRITTEN SHAREHOLDER RESOLUTIONS - ORDINARY RESOLUTIONS**

**Date: \_\_\_\_\_\_\_\_\_\_\_**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name: [Name]**

**Title:** **Shareholder**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name:** **[Name]**

**Title:** **Shareholder**

Notes to Shareholders:

1. To signify your agreement to the Resolution, you must:
   1. sign this document where indicated above;
   2. return the signed document to the Company; and
   3. ensure that this document is received by the Company no later than the notified date to you by the Company.
2. If the resolutions are not passed by such date, they will lapse.
3. Once given, your agreement to these resolutions may not be revoked.